

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2013		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Bunzl Distribution USA, Inc.		12/19/2013	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Bunzl Distribution USA, Inc.		
Street Address:	One City Place Drive, Suite 200		
City:	Creve Coeur		
State/Country:	MISSOURI		
Postal Code:	63141		
Entity Type:	CORPORATION: VIRGINIA		
PROPERTY NUMBERS Total: 82			
Property Type	Number	Word Mark	
Registration Number:	0981792	C.L.D.	
Registration Number:	1424780	BUNZL	
Registration Number:	1424779	BUNZL U.S.A.	
Registration Number:	1541492	PERFECT	
Registration Number:	1744914	KOCH	
Registration Number:	1701438	EDGE MASTER	
Registration Number:	1962781	PRIME SOURCE	
Registration Number:	1925513	ENVY	
Registration Number:	2439722	PRIME SOURCE	
Registration Number:	2126906	PACKAGED FOR PERFORMANCE	
Registration Number:	2202555	PACKERS KROMER	
Registration Number:	2252385	ZERO GRAVITY	
Registration Number:	2390136	RAWHYDE FRONTIER	

TRADEMARK

Registration Number:	2325998	PRIME SOURCE
Registration Number:	2361716	HANDSOFF
Registration Number:	2784571	PRIME SOURCE
Registration Number:	2603445	
Registration Number:	2795318	PRIME SOURCE
Registration Number:	2669959	OUR STORE
Registration Number:	2743317	PRIME SOURCE
Registration Number:	2773616	TOTEALL 2000
Registration Number:	2814229	GRIPTEX
Registration Number:	2890181	PRIME SOURCE
Registration Number:	2899378	K
Registration Number:	2895218	PRIME SOURCE
Registration Number:	2960952	PRIME SOURCE
Registration Number:	2831654	PERFECT BENCHMARK
Registration Number:	2909242	PRIME SOURCE
Registration Number:	2874633	PRIME SOURCE
Registration Number:	2899598	PRIME SOURCE
Registration Number:	2865755	IMPERIAL IMPRESSIONS
Registration Number:	2825317	PRIME SOURCE
Registration Number:	2865116	PRIME SOURCE
Registration Number:	2895610	PRIME SOURCE
Registration Number:	2946167	PRIME SOURCE
Registration Number:	3027508	BIG RED
Registration Number:	3066812	ENVY
Registration Number:	3078660	
Registration Number:	3053806	PRIME SOURCE
Registration Number:	3221098	ECO KLEER
Registration Number:	3613902	HI-VALU
Registration Number:	3414992	R3
Registration Number:	3259890	PRIME SOURCE
Registration Number:	3473452	R3
Registration Number:	3418119	R3 RELIABLE REDISTRIBUTION RESOURCE
Registration Number:	3616827	HI-VALU
Registration Number:	3511225	R3 ONDEMAND
Registration Number:	3511240	R3

	4057915	R3 REDUCE REUSE RECYCLE
Registration Number:	3560920	BUNZL
Registration Number:	4099298	KEEP SAFE
Registration Number:	3726470	BEGREEN
Registration Number:	3703314	IMPERIAL IMPRESSIONS
Registration Number:	3626947	HI-VALU
Registration Number:	3626948	HI-VALU
Registration Number:	3704767	TG 1
Registration Number:	3704765	TG 3
Registration Number:	3834145	RAWHYDE FRONTIER
Registration Number:	3847339	PRIME SOURCE
Registration Number:	3865753	CHEMCRAFT
Registration Number:	4193519	HI-VALU
Registration Number:	4227771	ULTRAFRESHSYSTEM
Registration Number:	4362056	R3 DECISION TOOL
Serial Number:	85514319	HI-VALU
Serial Number:	85514917	PRIME SOURCE
Serial Number:	85548136	HI-VALU
Serial Number:	85844874	OUR BAKERY
Serial Number:	85844878	OUR DELI
Serial Number:	85851546	HI-VALU
Serial Number:	85928129	R3 SAFETY THE MESSENGER
Serial Number:	85930281	R3 SAFETY THE MARKETING WAREHOUSE
Serial Number:	85934209	R3 SAFETY TOP STORY
Serial Number:	85956675	HI-VALU
Serial Number:	86007951	OUR BAKERY
Serial Number:	86025634	R3 SAFETY
Serial Number:	86034868	1ST VALUE
Serial Number:	86037693	PRIME SOURCE
Serial Number:	85486768	HI-VALU
Serial Number:	85489036	SMART PACKAGING
Serial Number:	85499027	HI-VALU
Serial Number:	85502852	GREENSOURCE
Serial Number:	77628380	GREENSOURCE

Fax Number: 3144801505

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 314-480-1500

Email: Nicole.anderson@huschblackwell.com

Correspondent Name: Arkadia DeLay Olson

Address Line 1: Husch Blackwell LLP

Address Line 2: 190 Carondelet Plaza, Suite 600

Address Line 4: St. Louis, MISSOURI 63105

ATTORNEY DOCKET NUMBER:

706584.9574

NAME OF SUBMITTER:

Arkadia DeLay Olson

Signature:

/Arkadia DeLay Olson/

Date:

01/27/2014

Total Attachments: 10

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Delaware

PAGE 1

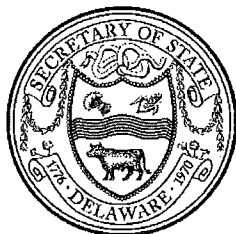
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF "BUNZL DISTRIBUTION USA, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2013, AT 1:54 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2013, AT 11:58 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

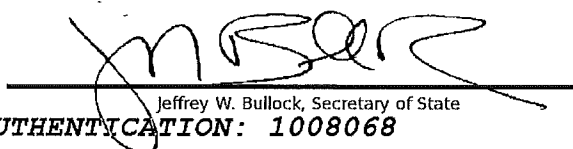
AND I DO HEREBY FURTHER CERTIFY THAT THE CORPORATION HAS FILED ALL DOCUMENTS AND PAID ALL FEES REQUIRED, AND THEREUPON THE CORPORATION SHALL CEASE TO EXIST AS A CORPORATION OF THE STATE OF DELAWARE.



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131466384

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1008068

DATE: 12-23-13

TRADEMARK
REEL: 005201 FRAME: 0287

**CERTIFICATE OF CONVERSION OF
BUNZL DISTRIBUTION USA, INC.**

The undersigned, on behalf of the company set forth below, pursuant to Section 266 of the Delaware General Corporation Law, as amended (the "DGCL"), states as follows:

1. The name of the Company immediately prior to the filing of this Certificate of Conversion (this "Certificate") is **BUNZL DISTRIBUTION USA, INC.** (the "Company").
2. The Company originally filed its certificate of incorporation as Packaging Consultants Inc. with the State of Delaware on May 31, 1983.
3. The name of the Company immediately following the filing of this Certificate shall be Bunzl Distribution USA, Inc., a Virginia corporation.
4. The conversion shall be effective at 11:58 p.m., Eastern Standard Time, on December 31, 2013 (the "Effective Time").
5. The conversion was approved, by the sole stockholder of the Company and by the unanimous consent of the Board of Directors, in accordance with the terms of Section 266 of the DGCL.
6. The Company, after the Effective Time, (i) may be served with process in the State of Delaware in any action, suit or proceeding for enforcement of any obligation of the Company that arose while it was a limited liability company organized under the jurisdiction of the State of Delaware and (ii) irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such action, suit or proceeding.
7. The Company, after the Effective Time, may be served with process by the Secretary of State of the State of Delaware at 4445 Corporation Lane, 2nd Floor, Virginia Beach, Virginia, 23462, located in the city of Virginia Beach.

[Signature Page Follows]

Executed in the name of the Company as of December 19, 2013.

BUNZL DISTRIBUTION USA, INC.

By: 

Name: Daniel J. Lett

Title: Secretary

ARTICLES OF DOMESTICATION OF
BUNZL DISTRIBUTION USA, INC.

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The undersigned, on behalf of the foreign corporation set forth below, pursuant to Article 12.1 of the Virginia Stock Corporation Act, as amended (the "VSCA"), states as follows:

1. The name of the corporation immediately prior to the filing of these Articles of Domestication (these "Articles") is Bunzl Distribution USA, Inc. (the "Company").
2. The Company was originally incorporated under the laws of the State of Delaware on May 31, 1983 as Packaging Consultants Inc. It has not been domesticated in any other jurisdiction.
3. The Plan of Domestication, pursuant to Section 13.1-722.2 of the VSCA, is attached hereto as Exhibit A.
4. The full text of the Amended and Restated Articles of Incorporation of the Company that will take effect at the Effective Time (defined below) is attached to the Plan of Domestication as Annex 1.
5. The domestication is permitted by the laws of the State of Delaware, including Section 266 of the Delaware General Corporation Law, in which the Company is incorporated immediately prior to the Effective Time, and the Company has complied with those laws in effecting the domestication.
6. Pursuant to Section 13.1-606 of the VSCA, the domestication shall be effective on December 31, 2013 (the "Effective Date").
7. For tax and accounting purposes, the domestication shall be effective at 11:58 p.m., Eastern Standard Time, on December 31, 2013 (the "Effective Time").

[Signature Page Follows]

Executed in the name of the Company as of December 19, 2013

BUNZL DISTRIBUTION USA, INC.

By: 

Name: Daniel J. Lett

Title: Secretary

TRADEMARK

REEL: 005201 FRAME: 0291

Exhibit A
Plan of Domestication

PLAN OF DOMESTICATION

OF

BUNZL DISTRIBUTION USA, INC.
A DELAWARE CORPORATION

INTO

BUNZL DISTRIBUTION USA, INC.
A VIRGINIA CORPORATION

1. *Domestication.* Bunzl Distribution USA, Inc., a Delaware corporation (the "Company") shall convert into Bunzl Distribution USA, Inc., a Virginia corporation (the "VA Company"), in accordance with this plan of entity domestication (the "Conversion"). The Conversion shall be effective as of 11:58 p.m., Eastern Standard Time, on December 31, 2013 (the "Effective Time"). After the Effective Time, the Company shall continue its existence in the organizational form of the VA Company.

2. *Manner and Basis of Domestication.* (i) each share of the outstanding Class A Common Stock of the Company shall, by virtue of the Conversion and without any action on the part of the Company or the shareholder of the Company, shall be converted automatically, without additional consideration, into one share of the Common Stock of the VA Company, (ii) each share of the outstanding Class B Common Stock of the Company shall, by virtue of the Conversion and without any action on the part of the Company or the shareholder of the Company, shall be converted automatically, without additional consideration, into one share of the Common Stock of the VA Company, and (iii) each share of the preferred stock of the Company shall, by virtue of the Conversion and without any action on the part of the Company or the shareholder of the Company, shall be converted automatically, without additional consideration, into one share of the Common Stock of the VA Company.

3. *Articles of Incorporation.* The Articles of Incorporation at the Effective time shall be those amended and restated Articles of Incorporation as attached hereto as Annex 1, and shall continue as the Articles of Incorporation thereafter until duly amended in accordance with their terms and the Virginia Stock Corporation Act.

4. *Bylaws.* The Bylaws of the Company immediately prior to the Effective Time shall be the Bylaws of the VA Company immediately following the Effective Time.

5. *Effect of Conversion/Domestication.* At the Effective Time, the Conversion shall have the effect stated in Section 13.1-722.6 of the Virginia Stock Corporation Act.

**ARTICLES OF INCORPORATION
OF
BUNZL DISTRIBUTION USA, INC.**

Pursuant to Chapter 9 of Title 13.1 of the Code of Virginia, **BUNZL DISTRIBUTION USA, INC.** states as follows:

1. The name of the corporation is **BUNZL DISTRIBUTION USA, INC.**
2. The corporation is authorized to issue 4,000 shares of common stock, \$1.00 par value per share.
3. The name of the corporation's initial registered agent is Corporate Creations Network, Inc., which is a foreign stock corporation authorized to transact business in Virginia.
4. The corporation's initial registered office address, which is identical to the business office of the initial registered agent, is 4445 Corporation Lane, 2nd Floor, Virginia Beach, Virginia, 23462, located in the city of Virginia Beach.
5. The corporation's principal office address, including the street and number, is One CityPlace Drive, Ste. 200, St. Louis, Missouri 63141.

[Signature Page Follows]

These Articles of Incorporation are executed in the name of the Company this 19th day of December, 2013.

BUNZL DISTRIBUTION USA, INC.

By: 

Daniel J. Lett
Secretary

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, DECEMBER 20, 2013

The State Corporation Commission has found the accompanying articles of domestication submitted on behalf of

BUNZL DISTRIBUTION USA, INC.

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF DOMESTICATION

be issued and admitted to record with the articles of domestication and articles of incorporation in the Office of the Clerk of the Commission, effective December 31, 2013.

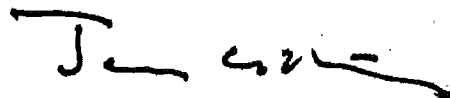
When the certificate becomes effective, BUNZL DISTRIBUTION USA, INC., a foreign corporation, is deemed to be a corporation incorporated under the laws of this Commonwealth with the name

BUNZL DISTRIBUTION USA, INC.

The corporation is granted the authority conferred on it by law in accordance with its articles of incorporation, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



James C. Dimitri
Commissioner

DOMACPT
CIS0343
13-12-20-1112

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of the articles of domestication and articles of incorporation filed in this office on December 20, 2013 by Bunzl Distribution USA, Inc. effective as of December 31, 2013.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
December 26, 2013*

Joel H. Peck
Joel H. Peck, Clerk of the Commission